

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF INDIANA
FORT WAYNE DIVISION**

METAL TECHNOLOGIES OF INDIANA LLC,)
Plaintiff,)
)
v.) CAUSE NO.: 1:17-CV-466-PRC
)
ADA SOLUTIONS, INC.)
Defendant.)

)
ADA SOLUTIONS, INC.)
Counterclaimant,)
)
v.)
)
METAL TECHNOLOGIES OF INDIANA LLC,)
Counterclaim Defendant.)

OPINION AND ORDER

This matter is before the Court on a Second Supplemental Jurisdictional Statement of Defendant/Counter-Plaintiff ADA Solutions, Inc. [DE 40], filed on February 28, 2018.

The Court must continuously police its subject matter jurisdiction. *Hay v. Ind. State Bd. of Tax Comm'rs*, 312 F.3d 876, 879 (7th Cir. 2002). The Court has spent several months attempting to ascertain whether it has subject matter jurisdiction over this litigation.

Thus far, the allegations before the Court sufficiently allege that ADA Solutions, Inc., which is Defendant and Counterclaimant, is a citizen of Massachusetts. The full citizenship of Plaintiff and Counterclaim Defendant Metal Technologies of Indiana, LLC remains unknown.

Metal Technologies of Indiana, LLC, as a limited liability company, takes its citizenship from its members, which are alleged to be (1) MTI Holding, Inc., (2) Prudential Capital Partners V, L.P.; (3) Prudential Capital Partners Management Fund V, L.P.; and (4) PCP V MTI Holding, L.P.

MTI Holding, Inc. is sufficiently alleged to be a citizen of Indiana.

The remaining members of Metal Technologies of Indiana, LLC are limited partnerships.

Plaintiff has disclosed only a single general partner and no limited partners for each L.P. “In contrast with general partnerships, limited partnerships are formed under state limited partnership statutes and consist of one or more general partners *and* one or more limited partners.” § 2:4.Types of entities—Limited partnerships, Partnership Law & Practice § 2:4 (2017) (emphasis added). A limited partnership, or L.P., has the citizenship of all of its partners, both general and limited. *Signicast, LLC v. Fireman’s Fund Ins. Co.*, 920 F. Supp. 2d 967, 969 (E.D. Wis. 2013) (citing *America’s Best Inns, Inc. . Best Inns of Abilene, L.P.*, 980 F.2d 1072, 1073 (7th Cir. 1992)). The allegations of citizenship for these L.P.s remain inadequate.

This will be the third time that the Court has ordered supplemental information regarding Plaintiff’s citizenship. Due to the insufficiency of past statements and the importance of ensuring the Court’s subject matter jurisdiction, the Court will order Plaintiff to answer specific questions in numbered paragraphs.

Therefore, the Court hereby **ORDERS** Plaintiff to file, on or before March 9, 2018, a supplemental jurisdictional statement which restates the following questions verbatim and then provides Plaintiff’s answer to each question separately in a paragraph immediately following each restated question:

1. Who are all of the general partners of Prudential Capital Partners V, L.P., pursuant to Prudential Capital Partners V, L.P.’s limited partnership agreement?
2. Of what state(s) is each general partner listed in the answer to Question 1 a citizen? Provide facts establishing citizenship according to the appropriate legal standard, tracing through all layers of ownership, as necessary.

3. Who are all of the limited partners of Prudential Capital Partners V, L.P., pursuant to Prudential Capital Partners V, L.P.'s limited partnership agreement?
4. Of what state(s) is each limited partner listed in the answer to Question 3 a citizen? Provide facts establishing citizenship according to the appropriate legal standard, tracing through all layers of ownership, as necessary.
5. Who are all of the general partners of Prudential Capital Partners Management Fund V, L.P., pursuant to Prudential Capital Partners Management Fund V, L.P.'s limited partnership agreement?
6. Of what state(s) is each general partner listed in the answer to Question 5 a citizen? Provide facts establishing citizenship according to the appropriate legal standard, tracing through all layers of ownership, as necessary.
7. Who are all of the limited partners of Prudential Capital Partners Management Fund V, L.P., pursuant to Prudential Capital Partners Management Fund V, L.P.'s limited partnership agreement?
8. Of what state(s) is each limited partner listed in the answer to Question 7 a citizen? Provide facts establishing citizenship according to the appropriate legal standard, tracing through all layers of ownership, as necessary.
9. Who are all of the general partners of PCP V MTI Holding, L.P., pursuant to PCP V MTI Holding, L.P.'s limited partnership agreement?
10. Of what state(s) is each general partner listed in the answer to Question 9 a citizen? Provide facts establishing citizenship according to the appropriate legal standard, tracing through all layers of ownership, as necessary.
11. Who are all of the limited partners of PCP V MTI Holding, L.P., pursuant to PCP V MTI Holding, L.P.'s limited partnership agreement?
12. Of what state(s) is each limited partner listed in the answer to Question 11 a citizen? Provide facts establishing citizenship according to the appropriate legal standard, tracing through all layers of ownership, as necessary.

The Court further **ORDERS** that statements declaring that an entity is “ultimately controlled” by a certain parent company are unacceptable and incomplete answers to the above questions. All members must be named for all LLCs, and all partners must be named for all

partnerships and L.P.s, throughout all layers of ownership, starting with each member of Plaintiff, then proceeding to that member's members, and so forth up the chain of ownership.

Additionally, the Court **CLARIFIES** that, if any investor is also a general partner, limited partner, or member, then the Court's January 26, 2018 Opinion and Order [DE 34] must not be read to imply that such a general partner, limited partner, or member is not relevant to the citizenship inquiry, and all such general partners, limited partners, and members must be named.

SO ORDERED this 1st day of March, 2018.

s/ Paul R. Cherry
MAGISTRATE JUDGE PAUL R. CHERRY
UNITED STATES DISTRICT COURT